

EXHIBIT

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CONFERENCE

1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

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3 UNITED STATES OF AMERICA,

New York, N.Y.

4 v.

(S2) 05 Cr. 621 (KMK)

5 ALBERTO WILLIAM VILAR and GARY
6 ALAN TANAKA,

7 Defendants.

-----x

9 July 17, 2007
10 2:27 p.m.

11 Before:

12 HON. KENNETH M. KARAS,

13 District Judge

14 APPEARANCES

15 MICHAEL J. GARCIA

16 United States Attorney for the
Southern District of New York

17 BY: MARC O. LITT

DEIRDRE ANN McEVOY

18 BENJAMIN NAFTALIS

Assistant United States Attorneys

19 IVAN S. FISHER

20 Attorney for Defendant

21 Alberto W. Vilar

22 SCHEICHET & DAVIS, P.C.

23 Attorneys for

Defendant Alberto W. Vilar

24 BY: WILLIAM J. DAVIS

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1 THE COURT: Do you understand that in the absence of
2 this so-ordered agreement, that the prosecution team might not
3 have had access to nonresponsive and/or privileged materials,
4 Mr. Vilar.

5 DEFENDANT VILAR: Yes.

6 THE COURT: Mr. Tanaka?

7 DEFENDANT TANAKA: Yes.

8 THE COURT: Do you understand that under the terms of
9 the stipulation to which each of your attorneys agreed, the
10 prosecution team and the Grand Jury may be exposed to materials
11 covered by the attorney-client privilege and/or the attorney
12 work product doctrine, Mr. Vilar?

13 DEFENDANT VILAR: Yes.

14 THE COURT: Mr. Tanaka?

15 DEFENDANT TANAKA: Yes, your Honor.

16 THE COURT: All right. Do you understand that under
17 the terms of the stipulation that was so-ordered by the Court,
18 that you are giving up certain rights? For example, do you
19 understand that under the terms of the stipulation, you are
20 giving up the right to appeal the May 23, 2007 order of this
21 Court which, among other things, directed the parties to confer
22 and submit to the Court a limited waiver agreement, Mr. Vilar?

23 DEFENDANT VILAR: Yes.

24 THE COURT: Mr. Tanaka?

25 DEFENDANT TANAKA: Yes.

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1 THE COURT: Mr. Tanaka?

2 DEFENDANT TANAKA: Yes.

3 THE COURT: All right. Do you understand that under
4 the terms of the stipulation which the Court so-ordered, that
5 you're giving up any right you may have had to challenge the
6 Authority of Mr. Eugene Licker to enter into the stipulation on
7 behalf of Amerindo Investment Advisers and to produce materials
8 pursuant to the subpoena, Mr. Vilar?

9 DEFENDANT VILAR: Yes.

10 THE COURT: Mr. Tanaka?

11 DEFENDANT TANAKA: Yes.

12 THE COURT: Do you understand that under the terms of
13 the stipulation which was so-ordered by the Court, you were
14 giving up any right you may have had to challenge the
15 production to the government of materials related to entities
16 other than Amerindo, U.S., Mr. Vilar?

17 DEFENDANT VILAR: Yes.

18 THE COURT: Mr. Tanaka?

19 DEFENDANT TANAKA: Yes.

20 THE COURT: Do you understand that under the terms of
21 the stipulation which was so-ordered by the Court, that you are
22 giving up any right you may have had to appeal the Court's
23 approval and entry of this stipulation and order, Mr. Vilar?

24 DEFENDANT VILAR: Yes.

25 THE COURT: Mr. Tanaka?